

EXHIBIT 3

Page 1

1 IN THE UNITED STATES BANKRUPTCY COURT

2 IN AND FOR THE DISTRICT OF MARYLAND

3 JOHN P. FITZGERALD, III, ACTING

4 TRUSTEE, REGION 4,

5 Plaintiff Case No.

6 vs. 22-00142-DER

7 DAWN CRIKET ALEXANDER, Chapter 7

8 Defendant

9 _____ /
10 Pursuant to Notice, the deposition of
11 ROBERT KLINE was taken on Tuesday, January 31,
12 2023, commencing at 10:04 a.m., at the offices
13 of U.S. Trustee Program, 101 W. Lombard Street,
14 Baltimore, Maryland, before David C. Corbin, a
15 Registered Professional Reporter and Notary
16 Public.

17

18

19 Job No. CS5648669

20

21 REPORTED BY: David Corbin, RPR

1 Q. That's okay. That was a meeting --

2 A. Would not have been a meeting, it would

3 have been a phone call. There were no meetings.

4 Everything was done by Zoom. So there were a bunch

5 of phone calls, conference calls, Zoom calls for the

6 chapter 11. It could have come up with an e-mail

7 perhaps.

8 Q. Okay. But this wasn't a private meeting

9 with you and Dawn or you and April?

10 A. Not at all.

11 Q. This was with some third party?

12 A. I believe -- I believe there was a request

13 made at one of the meetings to show transfer of

14 ownership and that's where it came up.

15 Q. Okay. Are you familiar with an entity

16 called NinjaBE Holdings, LLC?

17 A. Yes.

18 Q. And what is that entity?

19 A. It's a Wyoming company that was formed

20 back in '18, I believe.

21 Q. And what was -- what was the purpose of

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1 its formation, what's it supposed to do?

2 MR. BOURGEOIS: Do you have an
3 understanding derived from something other than
4 what you were told by your clients?

5 A. No. If I understand your question
6 correctly.

7 MR. BOURGEOIS: I think you probably do.

8 A. Want me to tell you how I know outside.

9 MR. BERNSTEIN: Can we go off.

10 (Off the record colloquy.)

11 A. So NinjaBE Holdings was part of a
12 conversation with the ladies, April and Dawn,
13 regarding franchising the business.

14 Q. Okay. And let me ask this, and I don't
15 know if this is the same question that you're not
16 going to like. In that -- in connection with that
17 franchising, what was NinjaBE Holdings LLC's role
18 going to be, what did that company do?

19 A. It was supposed to be the umbrella
20 company.

21 Q. And were you involved in the formation of

1 NinjaBE Holdings, LLC?

2 A. I initiated or had formed the Wyoming
3 company through -- it would be done by Internet.

4 Q. Okay. So would that involve, for
5 instance, did you draft the, at least what we refer
6 to in Maryland, they might have a different name
7 there, the articles of organization for NinjaBE,
8 LLC?

9 A. They are not drafted and filed like
10 Maryland -- they are not drafted and filed like
11 Maryland. It's more of a -- then, I don't know now,
12 may have changed, you would input the information
13 and pay the money and it would be filed.

14 Q. Okay. And I see you're looking at
15 Exhibit 4. So let's move on to Exhibit 4?

16 A. Yes.

17 (Deposition Exhibit 4 marked.)

18 Q. Can you identify what Exhibit 4 is?

19 A. Appears to be the limited liability
20 company articles of incorporation for NinjaBE
21 Holdings, LLC in Wyoming.

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1 you recognize Exhibit 5?

2 A. Yes.

3 (Deposition Exhibit 5 marked.)

4 Q. What's that?

5 A. Operating agreement for NinjaBE Holdings,
6 LLC.

7 Q. And did you draft Exhibit 5?

8 A. I did.

9 Q. At whose request?

10 A. Dawn and --

11 MR. BOURGEOIS: I would instruct you not
12 to answer. Thank you, I appreciate it.

13 Q. If you turn to the last page of Exhibit 5,
14 which is labeled Kline 847.

15 A. Yes.

16 Q. I see this is not signed. Do you know if
17 there was a signed copy?

18 A. I don't know if there is. I do not
19 possess one.

20 Q. If you turn to page three of Exhibit 5,
21 which is labeled Kline 836 through Kline 837, at the